

30 September 2016

ASX – Market Announcements Office

Dear Sir / Madam

NOTICE OF 2016 ANNUAL GENERAL MEETING

Infomedia Ltd advises that the following documents will be dispatched to shareholders today:

- 2016 Annual Report
- Chairman's letter
- Notice of 2016 Annual General Meeting
- Proxy Form
- Investor Questions Form

The Annual General Meeting (**AGM**) will commence at 10:00am on 3 November 2016 at Infomedia's head office, located at 3 Minna Close, Belrose NSW 2085.

Copies of the Chairman's letter, Notice of AGM, sample Proxy Form and Investor Questions Form are attached with this communication. The Infomedia Ltd 2016 Annual Report was lodged with the ASX on 29 August 2016.

Yours faithfully



Daniel Wall
Company Secretary

30 September 2016

AGM 2016: Invitation from the Chairman

Dear Shareholder,

I am pleased to invite you to Infomedia's 2016 Annual General Meeting (**AGM**). The meeting will be held on Thursday 3 November 2016 at Infomedia's global head office in Sydney, located at 3 Minna Close, Belrose NSW. The 2016 AGM will commence at 10:00am.

Infomedia's AGM is an important date in our calendar and the Board and the leadership team look forward to the opportunity to meet with you, answer your questions and attend to the business of the meeting as outlined in this Notice of Meeting.

During the 2016 AGM, the following matters will be considered:

- adoption of the 2016 Remuneration Report;
- the election of Mr. Paul Brandling as a Director;
- the re-election of Mr. Clyde McConaghy as a Director;
- revision of the Directors' aggregate fee cap; and
- approval of amendments to the Company's Constitution.

Board renewal and succession

In November last year, Infomedia's Board indicated there would be a managed transformation of the Board as part of a succession and renewal strategy.

In August this year, Ms Fran Hernon announced her resignation from the Infomedia Board after 16 years as a Director, the last two and a half as Chair. I want to thank Ms Hernon for her dedicated service to Infomedia over the last 16 years. Her guidance of the company through the transition to a new management team has been the hallmark of her leadership. We wish her well in the future.

From today, I have taken over the role of Chairman. I am looking forward to the opportunity to meet many of you at the AGM. I also look forward to continuing to work with the Board and our CEO Jonathan Rubinsztein and the leadership team as we enter the next phase of the company's growth journey.

As part of its renewal and succession planning strategy, the Board reviews its composition from time to time to ensure it possesses the requisite skills and competencies required to deliver strategic growth. When considering candidates, we look at knowledge and experience, as well as skillsets and background that will support the make-up the Board as a whole.

With this in mind, Infomedia announced the appointment of Mr. Paul Brandling as Non-Executive Director in September 2016 to fill the casual vacancy on Infomedia's Board following Ms Hernon's retirement.

Mr. Brandling has more than 30 years' experience in the local and international technology sector and a lifelong interest in and passion for the automotive industry. Mr. Brandling retires from his casual appointment at this year's AGM and being eligible offers himself for election as Non-Executive Director.

Mr. Clyde McConaghy will retire pursuant to the Company's rotation rule at the AGM, and being eligible, offers himself for re-election as Non-Executive Director.

The Board recommends that you vote in favour of both the Directors standing for election or re-election.

Increase in aggregate Directors' fee cap

In 2002, Infomedia shareholders approved a maximum aggregate fee cap for Directors of \$450,000. During the 2016 financial year, the Board undertook a review of Directors' fees relative to the market. This review revealed that Infomedia's Directors' fees were significantly below the median when compared to companies of similar market capitalisation and revenues. In order to continue to attract and retain appropriate talent at Board level, the Directors are seeking approval of an increase of \$100,000, lifting the Directors' maximum aggregate fee cap to \$550,000 per annum.

Amendments to the constitution

This year we are also asking shareholders to approve a number of amendments to our constitution which was adopted initially in 1998. Since that time, there have been a number of amendments to the legislation governing corporations as well as changes to the ASX Listing Rules and Operating Rules. There have also been significant technological developments, and developments in governance practice. For these reasons, the Board recommends that you vote to approve the revised constitution to bring it in line with modern regulatory, governance and technological frameworks.

All resolutions to be put to the meeting are discussed in the Explanatory Notes attached to the Notice of Meeting. Directors' voting recommendations on the resolutions are set out in the in the Explanatory Notes. We strongly encourage and recommend that you consider the content of the Explanatory Notes, and Appendix 1 to those notes, prior to casting your vote.

If you would like to submit questions for consideration by the Board before the meeting, please complete and return the shareholder question form included with the Proxy Form.

On behalf of the entire Infomedia Board and leadership team, I thank you for your continued support of Infomedia Ltd. The Board looks forward to your attendance at the 2016 AGM.

Yours sincerely,



Bart Vogel
Chairman

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is given that the 2016 Annual General Meeting (**AGM**) of Infomedia Ltd (**Infomedia** or the **Company**) will be held at **10:00 AM (AEDT)** on **Thursday 3 November 2016** at **3 Minna Close, Belrose NSW 2085**.

ORDINARY BUSINESS

Statutory Reports

To receive and consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2016.

Resolution 1: Remuneration Report

To pass the following advisory resolution:

'That the Remuneration Report for the year ended 30 June 2016 be adopted.'

This resolution is advisory only and does not bind the Directors or the Company. Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

Resolution 2: Election of Mr. Paul Brandling

To pass the following ordinary resolution:

'That Mr. Paul Brandling, a Director who was appointed since the last AGM to fill a casual vacancy, and who is retiring from office in accordance with Rule 7.1(d) of the Company's Constitution, be elected as a Non-Executive Director of the Company.'

Further details about this resolution are set out within the Explanatory Notes.

Resolution 3: Re-Election of Mr. Clyde McConaghy

To pass the following ordinary resolution:

'That Mr. Clyde McConaghy, a Director retiring from office by rotation in accordance with Rule 7.1(f) of the Company's Constitution, be re-elected as a Non-Executive Director of the Company.'

Further details about this resolution are set out within the Explanatory Notes.

Resolution 4: Increase of Non-Executive Director Aggregate Fee Cap

To pass the following ordinary resolution:

'That for the purposes of rule 7.3(b) of the Company's existing Constitution (and rule 7.3(b)(i) of the revised Constitution as contemplated by Resolution 5 below), Listing Rule 10.17 and for all other purposes, the maximum aggregate annual Directors' fees payable to Non-Executive Directors be increased by \$100,000 from \$450,000 per annum to \$550,000 per annum with effect immediately following the close of the Company's 2016 AGM.'

Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

SPECIAL BUSINESS

Resolution 5: Amendments to the Constitution of Infomedia Ltd

To pass the following special resolution:

'That, pursuant to section 136 of the Corporations Act 2001 (Cth), the Infomedia Ltd Constitution tabled by the Chairman at the AGM be adopted, reflecting the amendments summarised in the Explanatory Note to this Notice of Meeting, with effect from the close of the Company's 2016 AGM.'

Resolution 5 is a special resolution which must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Further details about this resolution, including a summary of proposed amendments, are set out in the Explanatory Notes.

Voting Exclusions

Voting exclusions apply to Resolution 1 and Resolution 4. Please refer to the voting exclusion statements in the Explanatory Notes enclosed with this Notice of Meeting for further details.

Additional Information:

Please refer to the Explanatory Statement accompanying this Notice for more information on Resolutions 1 - 6.

By Order of the Board of Directors

Daniel Wall

Company Secretary

30 September 2016

SHAREHOLDER VOTING INFORMATION

Eligibility to attend and vote: In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) and ASX Settlement Operating Rule 5.6.1, the Directors have determined that entitlement to vote at the 2016 AGM is as set out in the Company's share register at 7:00pm (AEDT) on Tuesday, 1 November 2016. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the AGM. Shareholders can vote by either attending and voting in person or by attorney, or by appointing a proxy to attend and vote on their behalf.

Voting in person: Please arrive 30 minutes prior to the time designated for the meeting so that we may verify your shareholding against the Company Share Register and record attendances. A body corporate shareholder may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of their appointment, including any authority under which it is signed.

Voting by proxy: Shareholders may participate by a proxy appointed in accordance with the following guidelines:

- a) **Appointment of proxy:** You are entitled to attend and vote directly. Alternatively, you are entitled to appoint not more than two proxies, who need not be Shareholders, to vote on your behalf. A validly completed proxy form must be returned as specified in paragraph g) below to be effective.
- b) **Appointment of two proxies:** If two proxies are appointed, you may specify the proportion or number of votes that each proxy may exercise. If you do not specify the proportion or number of votes each may exercise, each proxy may exercise half your votes. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
- c) **Undirected proxies:** If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as that person thinks fit.
- d) **Direction to abstain:** If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the Shareholder's behalf on a show of hands or on a poll, and the shares the subject of the proxy appointment will not be counted in computing the required majority.
- e) **Chairman as proxy:** The Chairman intends to vote undirected proxies in favour of the resolutions set out in this Notice to the extent permitted by law. If you appoint the Chairman of the meeting as your proxy expressly or by default and you do not direct the Chairman how to vote on a resolution, by completing and returning the voting form you authorise the Chairman of the meeting to exercise the proxy and to vote as the Chairman sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.
- f) **Powers of attorney:** Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the original power of attorney itself, must be received by the Company in the above manner, time and place. If facsimile transmission is used, the power of attorney must be certified.
- g) **Return of proxy forms:** To be effective your completed proxy form must be received at the Company's corporate registry at least 48 hours prior to the appointed time of the AGM (e.g. by 10:00am AEDT on Tuesday 1 November 2016). The proxy (and any authority appointing an attorney or corporate representative) must be sent by post, fax or lodged online to the following locations:

Boardroom Pty. Limited
GPO Box 3993, Sydney NSW 2001

OR by facsimile: +61 2 9290 9655

OR online: www.votingonline.com.au/infomediaagm2016

Voting Exclusion Statement: Voting exclusions apply to Resolutions 1 and 4. Refer to the Explanatory Notes below for further details.

EXPLANATORY NOTES TO THE BUSINESS OF THE MEETING

Please read this Explanatory Statement carefully as it forms part of, and should be read in conjunction with, the accompanying Notice of AGM.

Statutory Reports

Background: The *Corporations Act* requires that the statutory reports (including the Directors' Report, Financial Statements and the Auditor's Report) be laid before the AGM. Although not requiring a vote of shareholders, a reasonable opportunity will be provided for shareholders to ask questions about, or make comments on the management of the Company, and to ask the auditor questions about the conduct of the audit, the content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor.

In addition to taking questions at the meeting, written questions to the Company's auditor about the content of the auditor's report or the conduct of the audit may be sent using the 'Questions Form' enclosed with this notice. The question may be submitted by following the instructions on the form and returning it to Boardroom. Forms must be returned no later than 5:00pm AEDT on 27 October 2016.

Resolution 1: Remuneration Report

Background: Section 250(R) of the *Corporations Act 2001* requires the Shareholders to consider and adopt the Remuneration Report (**Report**). The Report details the remuneration policies for Infomedia Ltd and reports the remuneration for Directors and key management personnel. The Report is prepared in accordance with the *Corporations Act 2001*, and forms part of the Directors' Report for the financial year ended 30 June 2016.

Details of the Company's remuneration philosophy are set out in the Company's 2016 Remuneration Report. Shareholders should note that the Remuneration Report contains information both on the remuneration structure applied during FY16, and amendments which apply from FY17 onwards. The amendments for FY17 onwards are intended to further strengthen the link between executive remuneration opportunities and the Company's strategic goals and objectives.

A reasonable opportunity will be provided at the meeting for Shareholders to ask questions about, or make comments upon the Remuneration Report. Under the *Corporations Act*, the vote in relation to Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting exclusion statement: The Company will disregard votes cast by or on behalf of the following persons (a) a member of the Key Management Personnel (KMP), the details of whom are included in the Remuneration Report; or (b) a closely related party of such any KMP. However, the entity need not disregard a vote if (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

KMP of Infomedia include the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Report identifies KMP for the financial year ending 30 June 2016.

Recommendation: Noting that each Director has a personal interest in their own remuneration as set out in the Report, the Board recommends that shareholders vote in favour of adopting the Report.

Undirected proxies held by the Chairman: The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 2 and Resolution 3: Director Elections

Background: Listing Rule 14.4 and Rule 7.1(d) of the Company's Constitution requires that any director appointed to fill a casual vacancy, or as an addition to the Board, must not hold office (without re-election) past the next annual general meeting.

In addition, Rule 7.1(f) of the Company's Constitution requires that one third of the Board retire by rotation at each annual general meeting.

Mr. Paul Brandling was appointed to the Board as a new independent Non-Executive Director with effect from 1 October 2016. The appointment was made to fill a casual vacancy. Mr. Brandling retires from office at this AGM pursuant to Rule 7.1(d) of the Company's Constitution and ASX Listing Rule 14.4. A summary of Mr. Brandling's skills and experience were set out in an announcement to the ASX dated 2 September 2016.

Mr. Clyde McConaghy will also retire by rotation at the AGM under Rule 7.1(f) of the Company's Constitution. A summary of Mr. McConaghy's skills and experience is contained in the Company's 2016 Annual Report.

Being eligible, both Mr. Brandling and Mr. McConaghy each offer themselves for election as Non-Executive Directors. Each resolution will be voted on separately at the AGM.

Recommendation: The Board has considered each of the candidates both in respect of their individual merits and overall Board composition and recommend the election of Mr. Brandling and the re-election of Mr. McConaghy, as Non-Executive Directors of the Company.

Undirected proxies held by the Chairman: The Chairman of the meeting intends to vote undirected proxies in favour of the election of both Mr. Brandling and Mr. McConaghy.

Resolution 4: Increase of Non-Executive Director Aggregate Fee Cap

Background: ASX Listing Rule 10.17 provides that a Company must not increase total aggregate amount of Directors' fees payable to all of its Non-Executive Directors without the approval of members. The Company's current fee cap was last reviewed over a decade ago. Rule 7.3(b) of the Company's current Constitution allows for an annual maximum aggregate of \$450,000 for Directors' fees (the '**current fee cap**'), having been approved by ordinary resolution during the Company's 2002 AGM.

During FY16, the Board considered the appropriateness of the current fee cap relative to the market. Comparisons were made between Infomedia and companies of comparable revenues and market capitalisation, drawing on a number of resources including analysis conducted by the Australian Institution of Company Directors, CGI Glass Lewis, CRA Plan Managers and Ernst & Young. The review revealed that the Directors' fees were significantly below the market median. On this basis, the Directors increased the fees payable to Non-Executive Directors half way through the financial year, from 1 January 2016, as disclosed in the Company's 2016 Remuneration Report.

As a result, the Company is now at the upper limit of its fee cap. Additionally, it should be noted that Company's current Constitution states that superannuation contributions shall not be counted within the fee cap. The terms of the revised Constitution (refer Resolution 5 below), if passed by members, will include superannuation within the fee cap in the interests of greater transparency and in line with the ASX Listing Rules.

The Directors consider that an increase in the aggregate fee cap by \$100,000 to an annual maximum aggregate of \$550,000 is appropriate for the following reasons:

- to account for superannuation within the fee cap;
- in order that the Company continue to attract and retain appropriate talent at the Board level; and
- to make adequate provision for the existing Board composition over the next three years.

It should also be noted that, despite this resolution being passed at this AGM, the directors do not intend to increase their remuneration during FY2017. Rather, the director fee cap represents a maximum annual limit of ordinary fees payable to the directors.

No securities have been issued to any Non-Executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

Voting exclusion statement: The Company will disregard votes on this resolution cast by or on behalf of the following persons (a) by any Director of the Company and any of their associates, regardless of the capacity in which the vote is cast; or (b) as a proxy, by a person who is a member of the key management personnel of the Company at the

date of the meeting, or by any of their closely related parties. However, the Company need not disregard a vote if (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Recommendation: The Board have an interest in the outcome of this resolution. Accordingly, it is not appropriate for the Board to give a voting recommendation on this resolution.

Undirected proxies held by the Chairman: The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 5: Amendments to Constitution of Infomedia Ltd

Background: Section 136 of the *Corporations Act 2001* provides that amendments to the Company's Constitution may only be made by a special resolution of shareholders.

The Company's Constitution was adopted in 1998. Several minor amendments were applied by resolution of members in 2002 and 2013. Since 1998 there have been a number of amendments to the legislation governing corporations (e.g. introduction of the *Corporations Act 2001*) and the Listing Rules and Operating Rules of the Australian Stock Exchange. There have also been significant technological developments, and developments in governance practice warranting an update to the Constitution. The Company has reviewed its Constitution and proposes a number of amendments to account for these changes, and to simplify the drafting.

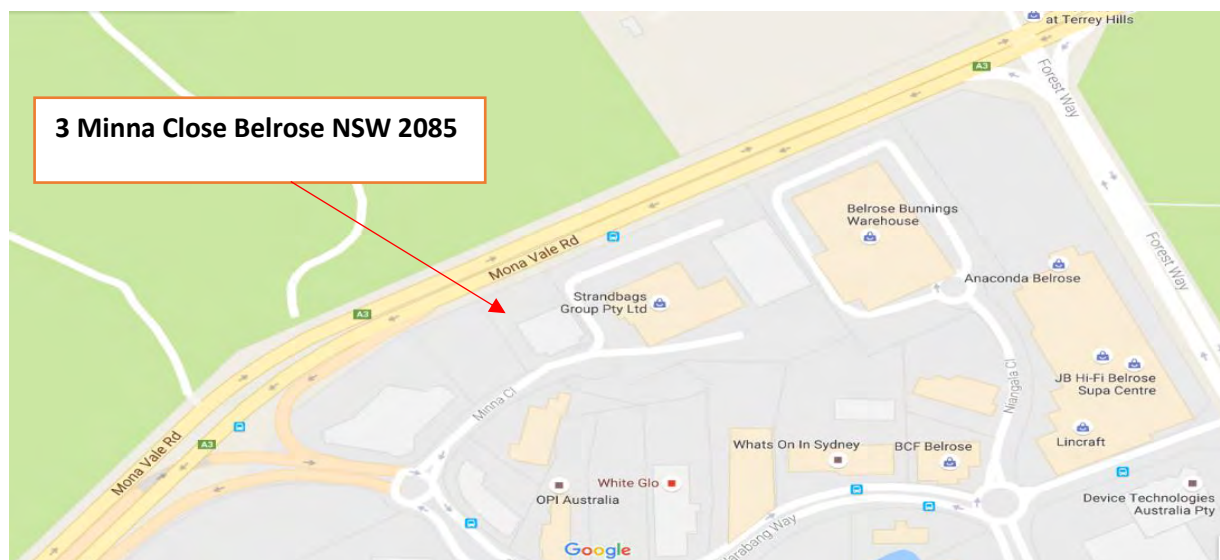
Overview of proposed changes: A memo identifying and providing brief explanation of the proposed amendments is included as Annexure 1 to this Explanatory Note. A version of the amended Constitution which the Company intends to table at the AGM for approval is available for viewing at: <http://www.infomedia.com.au/constitution>. Interested members are encouraged to consider the amended Constitution in conjunction with the materials contained in this Explanatory Note.

Recommendation: The Board recommends that members vote to approve the revised Constitution to bring the Constitution in line with legislative, regulatory and governance changes, and to generally modernise the Constitution using simplified drafting.

Undirected proxies held by the Chairman: The Chairman of the meeting intends to vote undirected proxies in favour of the resolution to approve the revised Constitution.

LOCATION OF THE ANNUAL GENERAL MEETING

The 2016 AGM will be held at Infomedia's head office located at 3 Minna Close, Belrose NSW 2085, approximately 35 minutes North of the Sydney CBD by car. Limited off street visitor parking is available in the marked parking spaces located adjacent to reception.



ANNEXURE 1: PROPOSED AMENDMENTS TO THE INFOMEDIA CONSTITUTION

Note: References to Constitutional provisions in this table relate to, and should be read in conjunction with, the current version of the Company's Constitution. Please visit: <http://www.infomedia.com.au/constitution> to view copies of the current and proposed versions of the Constitution.

RULE	SUBJECT	DESCRIPTION OF AMENDMENTS
1.1(a)	Application of the Corporations (Law) Act	<p>Replace references to 'Corporations Law' with 'Corporations Act'</p> <p>Replace references to 'SCH Rules' with revised definition of 'Settlement Rules'</p> <p>Insert the words '<i>...and, for so long as the Company is admitted to the Official List of the ASX...</i>'</p>
1.2	Definitions	<p>Various definitional changes to reflect:</p> <ul style="list-style-type: none"> • Replacement of the <i>Corporations Law</i> with the <i>Corporations Act</i> • Various changes to definitions concerning the ASX and its various operating bodies and rules to reflect developments since 1998; • Deletion of 'Dividend Selection Plan' as irrelevant; • Various minor improvements and corrections.
1.3(d)	Interpretation	Improve clarity via revised wording
1.4	Powers	The powers described in 1.4 are vested in the Directors by law. The provision has been deleted as unnecessary.
2.2(a)(ii)	Preference Shares	Insert ' <i>or the holder</i> ' to mirror section 254A of the Corporations Act.
2.5	Equitable and other claims	Delete the words ' <i>With the consent of the directors</i> ' and correct typographical error by replacing the word ' <i>identity</i> ' with ' <i>identify</i> '
2.6	Certificates	Improve clarity by simplifying language
2.7	Alteration of capital	<p>Improve clarity by simplified language and reducing word count.</p> <p>Delete the words '<i>increasing the Company's share capital by the creation of new shares</i>' to clarify this is a power vested in the directors.</p>
2.8	Restrictions on consolidation or subdivision	Amended so that the rules apply to a consolidation or a subdivision of shares.
2.10	Capital reductions/buy backs	Amended to bestow on the company a positive power to reduce or buy back its shares, and to make clear that the directors can determine the terms of the reduction or buy back (subject to shareholder approval as necessary).
3.1	Calls	Minor amendments to clarify the directors have the power to make calls on any unpaid portion of a share, to correct typographical errors and to simplify drafting. Notice period for calls extended under Rule 3.1(c) to 30 days consistent with ASX LR 6.24 and Appendix 6A.
3.3	Payments in advance of calls	Typographical correction to correct erroneously capitalised word

ANNEXURE 1: PROPOSED AMENDMENTS TO THE INFOMEDIA CONSTITUTION

RULE	SUBJECT	DESCRIPTION OF AMENDMENTS
3.4(i), 3.7(b), 3.8(a)(i), 3.8(i)(ii) & 3.8(j)(ii)	‘Reissuing’ shares	References to ‘reissuing’ shares have been removed as irrelevant under Australian law.
3.4(j)	Forfeited shares	Text inserted to clarify that a cancellation of forfeited shares will be subject to the requirements of the Corporations Act, as well as ASX Listing Rule 7.26.
3.5(a)	Indemnity	Changes to simplify drafting by deletion of superfluous text and to improve clarity.
3.5(c)	Lien	Deleted as being unnecessary (the issue is covered in Rule 3.6(a)).
3.6(a)(ii)	Lien	Paragraph been deleted as inconsistent with Listing Rule 6.13. Typographical error corrected in 3.6(a)(iii).
3.6(b)	Lien	Amended to make it clear that the company's lien on a share extends to all dividends payable for the share, to the proceeds of sale of the share and to any interest and reasonable costs, expenses or damages incurred because of the non-payment.
3.6(e)	Exemptions from rule 3.6	Amended to make the discretionary power subject to law and the Listing Rules. ASX Listing Rule 7.26.2 requires that under the company’s constitution the former holder of a forfeited share must remain liable (in the absence of the approval of holders of ordinary shares) for any amount called but unpaid on the shares despite the fact that they have been forfeited. See also Rule 3.4(k).
4.1	Dividends	This section has been redrafted for greater clarity and simplicity. The heading has been amended from ‘Distribution of Profits’ to ‘Distributions’ to clarify that dividends may be paid out of funds other than profits, consistent with section 254T of the Corporations Act.
5.1 – 5.3	Transfer of shares	References updated to Corporations Act and Settlement Rules.
5.2(d)	Registration procedure	ASX Listing Rule 8.14.1 allows a company to charge a reasonable fee in certain circumstances.
5.5	Certification of transfer	Deleted as an outdated concept which is no longer relevant.
6.1 & 6.2	Calling and notice of general meetings	Updating references, and minor changes for clarity.
6.5	Chairperson of general meetings	Changes to improve clarity regarding the appointment of a chairperson at a general meeting.
6.7(a)	Decisions at general meetings	Changes to improve clarity and confirm proxy and attorney votes cast at the meeting will be counted where a question arising at a general meeting is to be decided by a vote of members present at the meeting.

ANNEXURE 1: PROPOSED AMENDMENTS TO THE INFOMEDIA CONSTITUTION

RULE	SUBJECT	DESCRIPTION OF AMENDMENTS
6.8(a)	Voting rights	Under ASX Listing Rule 6.9, on a poll each partly paid share must give its holder a fraction of a vote based on the amount paid up on the share, without taking into account any amounts credited but not paid.
6.8(i)	Voting rights	Clarifies that a shareholder will have full voting rights in relation to particular shares if all amount payable on those particular shares have been paid.
6.9(k), (l), (n) & (o)	Proxies	Under sections 250A and 250B of the Corporations Act, a proxy must be in writing, signed and received by the company at or before the relevant general meeting. There is no scope to waive these requirements.
6.9(n) & (p)	Proxies	Typographical corrections.
6.10	Direct voting	A new provision has been added, giving director the ability to permit, and make rules concerning, voting without attendance at general meetings. This caters for advancements in technology allowing voting by remote means in real time should the Company elect to facilitate this voting method.
7.1(a)	Director appointment/removal	This Rule has been amended to take account of the 'no vacancy' rules in sections 201N and 201P of the Corporations Act.
7.1(b)	Director appointment/removal	Provision confirming that Directors will remain in office following adoption of the Constitution has been deleted as unnecessary.
7.1(e)	Director appointment/removal	Rule stating that the total number of directors must not exceed the maximum number under the Constitution has been deleted as unnecessary.
7.1(k)	Director appointment/removal	The notice requirement for self-nominated director candidates to self-nominate has been increased by 5 business days. Candidates must nominate at least 35 business days prior to the date of the meeting. This provides a more orderly timeframe for the Company to assess the candidacy and incorporate the candidacy in any notice of meeting, whilst complying with statutory notice requirements imposed by the <i>Corporations Act</i> .
7.1 (remainder)	Appointment and removal of directors	<p>The remainder of Rule 7.1 has been amended for clarity and to more closely align it with the director rotation requirements in ASX Listing Rules 14.4 and 14.5. In particular, the requirement that one third of Non-Executive Directors must retire from office and seek re-election at each annual general meeting has been removed as it reflects previously legislative requirements.</p> <p>Under the revised terms, there will be an election at each annual general meeting. If there is no non-executive director who have reached their third year since last appointment and/or no directors who have been appointed to fill a casual vacancy, then the longest serving will be required to seek re-election.</p>
7.3	Remuneration of directors	<p>This Rule has been substantially replaced to align it more closely with applicable ASX Listing Rules, to distinguish between executive and non-executive directors, and to provide greater clarity on amounts included within the director fee cap limit.</p> <p>The specific reference to the director remuneration cap has been removed and will be incorporated by reference based on the cap last approved in general meeting. In this way, it is unnecessary to re-open and amend the Constitution each time the fee cap is revised which is consistent with modern practice. The cap under the Constitution is the subject of a separate resolution at the Company's 2016 AGM</p>

ANNEXURE 1: PROPOSED AMENDMENTS TO THE INFOMEDIA CONSTITUTION

RULE	SUBJECT	DESCRIPTION OF AMENDMENTS
7.5(c)	Interested directors	Reference to 'promoters' deleted as irrelevant
7.5(g) and (h)	Interested directors	7.5(g) and (h) deleted as irrelevant concepts to a mature ASX listed entity.
7.6(c)(iv)	Powers and duties of directors	Amended to accommodate the fact that some of the equity awards granted by the company may take the form of restricted stock units, rather than options or shares.
7.6(d) and (e)	Powers and duties of directors	Deleted as irrelevant
7.9	Notice of meetings of directors	Rule has been simplified by reducing word count
7.13(c), (d) & (h)	Written resolutions	Amended to clarify that a majority of directors may pass a resolution or declare a thing as done.
7.15(d)	Committees	Amended to align with note 3 to ASX Listing Rule 10.17
Rules 8.1 – 8.4	Managing directors, etc.	These provisions have been simplified and condensed into one clause.
Rule 8.3(a)	Executive officers	Small consequential changes for consistency with new Rule 8.1.
10.1	Distributions on a winding up	This Rule has been simplified. The Rule has also been changed to state that any assets available for distribution to members will be distributed amongst them in proportion to the amount paid up on their shares.
10.2	Division of property by a liquidator	This Rule has been simplified and condensed.
11.3(b)	Signing of minutes	This Rule has been deleted as being unnecessary. This obligation is set out in section 251A (2) of the <i>Corporations Act</i> .
12.3	Use of Seal	Rule amended allowing custody of the Company seal to be delegated by the directors
13.1	Notices	Amendments to increase flexibility to provide notice to a member who has failed to provide their current contact details to the Company or its registry provider.
14	Small Holdings / Unmarketable Parcels	Unmarketable parcels have been relabelled as 'Small Holdings' so as not to mislead as recommended in a note to LR 15.13.2. Various other minor amendments to clarify certain matters, and to align the process for transfer and sale of small holdings with current practice and the ASX Listing Rules and Operating Rules (ASXSR 5.12.1).

Questions Form

The Annual General Meeting (AGM) of Infomedia Limited will be held at 3 Minna Close, Belrose NSW 2085, on Thursday, 3 November commencing at 10.00am (AEDT). Shareholders are invited to register questions in advance of the AGM.

A shareholder who is entitled to vote at the Meeting may submit written questions to the Chairman or the external Auditor via the Company Secretary in advance about the business of the Meeting or the Annual Report.

If your question is directed to the external Auditor, it must be relevant to the:

- (i) conduct of the audit;
- (ii) preparation and content of the Auditor's report;
- (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- (iv) independence of the Auditor in relation to the conduct of the audit.

Question Forms must be received by the registrar, Boardroom Pty Limited, before 5.00 pm AEDT on Friday, 28 October 2016. Forms may be lodged by email, post, facsimile transmission or in person.

During the Meeting we intend to respond to as many of the more frequently asked questions as is practicable.

Shareholder's Name

Securityholder Reference Number (SRN)

Holder Identification Number (HIN)

I									
---	--	--	--	--	--	--	--	--	--

or

X									
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Question(s)

Please tick ☒ if it is a question directed to the external Auditor

1.

2.

3.

4.

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:00am (AEDT) on Tuesday, 1 November 2016.

TO VOTE ONLINE

- STEP 1: VISIT www.votingonline.com.au/infomediaagm2016
 STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
 STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded. Neither proxy may vote on a show of hands.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the security holders should sign.





Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 10:00am (AEDT) on Tuesday, 1 November 2016. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  Online www.votingonline.com.au/infomediaagm2016
 By Fax + 61 2 9290 9655
 By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
 In Person Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Security holders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Infomedia Ltd (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at 3 Minna Close, Belrose NSW 2085 on Thursday, 3 November 2016, at 10:00am (AEDT) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr. Paul Brandling as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr. Clyde McConaghy as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Increase of Non-Executive Director Aggregate Fee Cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Special Resolution Amendments to the Constitution of Infomedia Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016